

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575

VIA FEDERAL EXPRESS



April 2, 1999

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

RECORDATION NO. 22103 FILED
APR 5 '99 11-30AM

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated January 15, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Technisand, Inc.
P.O. Box 119
Wedron, IL 60557

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Tiffany Chase".

Tiffany Chase
Manager of Documentation

Enclosure

(TECH006,007)

ASSIGN: TECH006, TECH007

RECORDATION NO. 22103

FILED

Memorandum of Lease

APR 5 '99

11-30AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 15th day of January, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Technisand, Inc., ("Lessee"), a Delaware corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of October 23, 1997, whereby Lessor has agreed to lease to Lessee certain railcars being described in more particular on Exhibit A attached hereto, effective as of the date set forth above and subject to the terms, conditions and provisions of said Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: J. J. Thomas

Name: JACK THOMAS
President

Title: _____

By: Michelle Berg

Name: Michelle Berg

Title: Office Manager

[CORPORATE SEAL]

Executed on this 15 day of March, 1999.

STATE OF ILLINOIS

COUNTY OF COOK

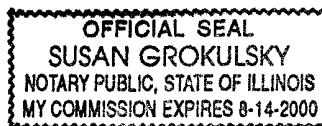
I, Susan Grokulsky, a Notary Public of the County and State aforesaid, certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of March, 1999.

Susan Grokulsky
Notary Public

My Commission Expires:

8/14/2000
(Notary Public)



LESSEE:

TECHNISAND, INC.

ATTEST:

By: *Thomas Mitropoulos*
Thomas Mitropoulos

Name: Tom Mitropoulos

By: *Lisa Jackson*

Title: VP Transportation

Name: Lisa Jackson

Title: Admin. Asst. Transportation Executed on this 25 day of January, 1999.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF LaSalle

I, *Kimberly L. Gretencord*, a Notary Public in and for said state and county, certify that Thomas Mitropoulos personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease Agreement.

WITNESS my hand and official stamp or seal, this 8th day of March, 1999.

Kimberly L. Gretencord
Notary Public

My Commission Expires:

10-19-99
(Notary Public)

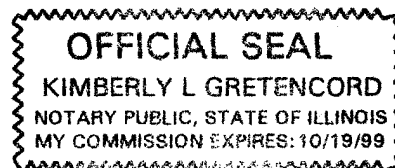


EXHIBIT A
to
Memorandum of Lease

NUMBER OF CARS: One Hundred (100)

DESCRIPTION OF CARS: 4750 cu.ft. 100-Ton Covered Hoppers

CAR NUMBERS: See List Below:

NOKL	818205
NOKL	820798
NOKL	820806
NOKL	820820
NOKL	820846
NOKL	821105
NOKL	822038
NOKL	822141
NOKL	822144
NOKL	822145
NOKL	822147
NOKL	822151
NOKL	822154
NOKL	822206
NOKL	823337
NOKL	823339
NOKL	823357
NOKL	824476
NOKL	824507
NOKL	824523
NOKL	824530
NOKL	824532
NOKL	824537
NOKL	824538
NOKL	824539
NOKL	824542
NOKL	824549
NOKL	824560
NOKL	824563
NOKL	824565
NOKL	824570
NOKL	824575
NOKL	824580

NOKL	824596
NOKL	824598
NOKL	824599
NOKL	824601
NOKL	824607
NOKL	824608
NOKL	824612
NOKL	824620
NOKL	824626
NOKL	824628
NOKL	824631
NOKL	824633
NOKL	824640
NOKL	829200
NOKL	829201
NOKL	829205
NOKL	830127
FURX	826002
FURX	826003
FURX	826007
FURX	826013
FURX	826015
FURX	826046
FURX	826047
FURX	826051
FURX	826054
FURX	826064
FURX	826066
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FURX	826087
FURX	826091
FURX	826107
FURX	826109
FURX	826111
FURX	826117
FURX	826123
FURX	826127
FURX	826139
FURX	826140
FURX	826143
FURX	826145
FURX	826146
FURX	826183
FURX	826185
FURX	826188
FURX	826190
FURX	826197
FURX	826201
FURX	826205
FURX	826206
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FURX	826209
FURX	826217
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FURX	826226
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FURX	826248